

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MAX MEZROW,

Plaintiff,

-v-

HOTEL HAYDEN et al.,

Defendants.

23-CV-3755 (JMF)

ORDER

JESSE M. FURMAN, United States District Judge:

Plaintiff Max Mezrow brings this action against five Defendants, invoking the Court’s subject-matter jurisdiction on the ground of diversity of citizenship. *See* ECF No. 1 (“Compl.”), ¶ 6; *see also* 28 U.S.C. § 1332.

It is well established that to plead the citizenship of a corporation, a plaintiff must allege the corporation’s state or country of incorporation and principal place of business. *See* 28 U.S.C. § 1332(c); *see also Hertz Corp. v. Friend*, 559 U.S. 77, 80 (2010) (“A corporation shall be deemed to be a citizen of any State by which it has been incorporated and of the state where it has its principal place of business.” (cleaned up)); *Bayerische Landesbank, N.Y. Branch v. Aladdin Cap. Mgmt LLC*, 692 F.3d 42, 48-49 (2d Cir. 2012) (discussing “foreign” corporations).

A limited liability company (“LLC”), on the other hand, is deemed to be a citizen of each state of which its members are citizens. *See, e.g., Handelsman v. Bedford Vill. Assocs. L.P.*, 213 F.3d 48, 51-52 (2d Cir. 2000); *see also Altissima Ltd. v. One Niagara LLC*, No. 08-CV-756S(M), 2010 WL 3504798, at *2 (W.D.N.Y. Sept. 2, 2010) (noting that every other Court of Appeals to have considered LLC citizenship has held that an LLC has the citizenship of all of its members). Thus, a complaint premised upon diversity of citizenship must allege the citizenship of natural


persons who are members of an LLC and the place of incorporation and principal place of business of any corporate entities that are members of the LLC (including the citizenship of any members of the LLC that are themselves LLCs). *See Handelsman*, 213 F.3d at 51-52; *see also*, e.g., *In re Bank of Am. Corp. Sec., Derivatives, and ERISA Litig.*, 757 F. Supp. 2d 260, 334 n.17 (S.D.N.Y. 2010).

In the present case, the Complaint fails to properly allege the citizenship of any of the Defendants. Instead, the Complaint alleges conclusorily that each Defendant is “a New York corporation and/or a foreign corporation and/or an unincorporated association and/or a public corporation and/or a partnership and/or a sole proprietorship.” *See* Compl. ¶¶ 2-5. The Complaint does not appear to mention the citizenship of Defendant Fortuna Hotel Collection at all. In addition, the Complaint alleges Plaintiff’s state of residence and not his state of citizenship, as required for purposes of diversity jurisdiction. *Id.* ¶ 1; *see, e.g., Leveraged Leasing Admin. Corp. v. PacifiCorp Capital, Inc.*, 87 F.3d 44, 47 (2d Cir. 1996) (“[A] statement of the parties’ residence is insufficient to establish their citizenship.”); *Canedy v. Liberty Mut. Ins. Co.*, 126 F.3d 100, 103 (2d Cir. 1997) (“[A]llegations of residency alone cannot establish citizenship . . .”).

No later than **May 17, 2023**, Plaintiff shall file an amended complaint properly alleging the *citizenship* of all parties. If, by that date, Plaintiff does not file an amended complaint establishing this Court’s subject-matter jurisdiction, the Court will dismiss the case without prejudice and without further notice to any party.

SO ORDERED.

Dated: May 11, 2023
New York, New York



JESSE M. FURMAN
United States District Judge